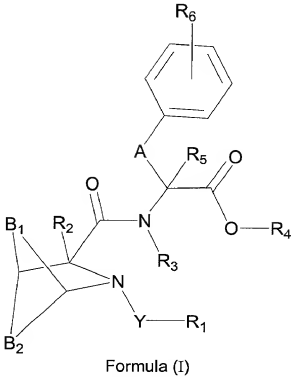
WHAT IS CLAIMED IS:

1. A compound of Formula (I):



Formula (I)

wherein

Y is selected from the group consisting of a bond, -C(O)-, -C(O)O-, -C(O)NH- and $-SO_2-$;

R_1 is selected from the group consisting of R_7 and R_8;

R_2, R_3, R_4 and R_5 are independently selected from the group consisting of a bond, hydrogen and C_{1-8}alkyl; wherein C_{1-8}alkyl is optionally substituted with one to three substituents independently selected from R_9, provided that R_2, R_3, R_4 or R_5 can only be a bond when forming a monocyclic ring wherein the following monocyclic rings may be formed from R_2, R_3, R_4 and R_5;

when R_2 and R_3 comprise a bond and C_{1-8}alkyl or optionally when both R_2 and R_3 are C_{1-8}alkyl , R_2 and R_3 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_4 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_4 are C_{1-8}alkyl, R_3 and R_4 together with the atoms to which each is attached will form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_5 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_5 are C_{1-8}alkyl, R_3 and R_5 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 and R_5 comprise a bond and C_{1-8}alkyl, or optionally when both R_4 and R_5 are C_{1-8}alkyl, R_4 and R_5 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, -N(R_{11})C(O)-R_{10}, -N(R_{11})C(O)-R_{12}, -N(R_{11})SO_2-R_{10}, -N(R_{11})SO_2-R_{12}, -N(R_{11})C(O)-N(R_{11},R_{10}), -N(R_{11})C(O)-N(R_{11},R_{12}), -N(R_{11})C(O)-N(R_{12},R_{17}), -C(O)-N(R_{11},R_{10}), -C(O)-N(R_{11},R_{12}), -C(O)-N(R_{12},R_{17}), -OC(O)-N(R_{11},R_{10}), -OC(O)-N(R_{11},R_{12}), -OC(O)-N(R_{12},R_{17}), -OC(O)-R_{10}, -OC(O)-R_{12}, -O-R_{10} and R_{10}-(C_{1-8})alkoxy;

R_7, R_9 R_{10} and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3; wherein cycloalkyl and heterocyclyl

are optionally substituted with one to three oxo substituents; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

R_8, R_{12}, R_{13} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and (halo)$_{1-3}$(C_{1-8})alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl;

A is C_{1-4}alkylene optionally substituted with one to two substituents independently selected from R_{13};

when R_3 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached may form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 is C_{1-8}alkyl, optionally A and R_4 together with the atoms which each is attached may form a five to seven membered monocyclic ring optionally containing one additional heteroatom selected from the group consisting of N, O and S;

when R_5 is C_{1-8}alkyl, optionally A and R_5 together with the atoms which each is attached may form a three to seven membered monocyclic ring optionally containing one to two heteroatoms independently selected from the group consisting of N, O and S; and,

B_1 and B_2 are independently selected from the group consisting of C_{1-8}alkylene

and C_{2-8}alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof.

2. The compound of claim 1 wherein Y is selected from the group consisting of -C(O)- and $-SO_2-$.

3. The compound of claim 1 wherein Y is selected from $-SO_2-$.

4. The compound of claim 1 wherein R_1 is selected from R_7.

5. The compound of claim 1 wherein R_2, R_3, R_4 and R_5 are independently selected from the group consisting of hydrogen and C_{1-4}alkyl.

6. The compound of claim 1 wherein R_2, R_3, R_4 and R_5 are independently selected from the group consisting of hydrogen and methyl.

7. The compound of claim 1 wherein R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}-$,$-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$, $-OC(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{12},R_{17})$, $-OC(O)-R_{10}$ and $R_{10}-(C_{1-8})$alkoxy.

8. The compound of claim 1 wherein R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-4}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}-$, $-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$,

-OC(O)-N(R_{11},R_{12}), -OC(O)-N(R_{12},R_{17}), -OC(O)-R_{10} and R_{10}-(C_{1-4})alkoxy.

9. The compound of claim 1 wherein R_6 is optionally present and is one to two substituents independently selected from the group consisting of R_{10}, -N(R_{11})C(O)-R_{10}, -N(R_{11})C(O)-N(R_{11},R_{12}), -N(R_{11})C(O)-N(R_{12},R_{17}), -OC(O)-N(R_{11},R_{12}), -OC(O)-N(R_{12},R_{17})and R_{10}-methoxy.

10. The compound of claim 1 wherein R_7 is selected from the group consisting of aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3.

11. The compound of claim 1 wherein R_{10} is selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{1-8}alkoxy, C_{1-8}alkoxycarbonyl, carboxyl, arylcarbonyl, arylsulfonyl, -CF_3 and -OCF_3; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents ; and, wherein the aryl portion of the arylcarbonyl substituent is optionally substituted with one to five substituents independently selected from C_{1-8}alkoxy.

12. The compound of claim 1 wherein R_{10} is selected from the group consisting of cyclopropyl, 1,3-dihydro-2*H*-isoindolyl, 2-azabicyclo[2.2.2]octyl, piperidinyl, morpholinyl, phenyl, naphthalenyl,

thienyl, 1*H*-pyrrolyl and pyridinyl; wherein cyclopropyl, piperidinyl, morpholinyl, phenyl, naphthalenyl, thienyl, 1*H*-pyrrolyl and pyridinyl are optionally substituted with one to four substituents independently selected from the group consisting of chlorine, fluorine, bromine, methyl, isopropyl, *t*-butyl, methoxy, *t*-butoxycarbonyl, carboxyl, phenylcarbonyl, $-CF_3$ and $-OCF_3$; wherein 1,3-dihydro-2*H*-isoindolyl is optionally substituted with oxo; wherein 2-azabicyclo[2.2.2]octyl is optionally substituted with phenylsulfonyl, and, wherein the phenyl portion of the phenylcarbonyl substituent is optionally substituted with one to two substituents independently selected from methoxy.

13. The compound of claim 1 wherein R_{12} is selected from the group consisting of C_{1-8}alkyl and C_{2-8}alkynyl optionally substituted on a terminal carbon with R_{14}.

14. The compound of claim 1 wherein R_{12} is selected from the group consisting of C_{1-4}alkyl and C_{2-4}alkynyl optionally substituted on a terminal carbon with R_{14}.

15. The compound of claim 1 wherein R_{12} is selected from the group consisting of *t*-butyl and ethynyl; wherein ethynyl is optionally substituted on a terminal carbon with a substituent independently selected from R_{14}.

16. The compound of claim 1 wherein R_{14} is selected from the group consisting of aryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino,

N-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3.

17. The compound of claim 1 wherein R_{11} is selected from the group consisting of hydrogen and C_{1-4}alkyl.

18. The compound of claim 1 wherein R_{11} is hydrogen.

19. The compound of claim 1 wherein A is selected from the group consisting of methylene and ethylene.

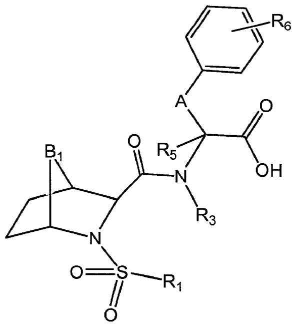
20. The compound of claim 1 wherein B_1 and B_2 are independently selected from the group consisting of C_{1-4}alkylene and C_{2-4}alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-4})alkyl, hydroxy(C_{1-4})alkoxy, C_{1-4}alkyl, C_{2-4}alkenyl, C_{2-4}alkynyl, C_{1-4}alkoxy, carboxyl, amino, *N*-(C_{1-4}alkyl)amino, *N,N*-(C_{1-4}dialkyl)amino, -CF_3 and -OCF_3.

21. The compound of claim 1 wherein B_1 and B_2 are independently selected from the group consisting of -CH_2-, -$(CH_2)_2$- and -$(CH)_2$- optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-4})alkyl, hydroxy(C_{1-4})alkoxy, C_{1-4}alkyl, C_{2-4}alkenyl, C_{2-4}alkynyl, C_{1-4}alkoxy, carboxyl, amino, *N*-(C_{1-4}alkyl)amino, *N,N*-(C_{1-4}dialkyl)amino, -CF_3 and -OCF_3.

22. The compound of claim 1 wherein B_1 is selected from the group consisting of -CH_2-, -$(CH_2)_2$- and -$(CH)_2$- optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-4})alkyl, hydroxy(C_{1-4})alkoxy, C_{1-4}alkyl, C_{2-4}alkenyl, C_{2-4}alkynyl, C_{1-4}alkoxy, carboxyl, amino, *N*-(C_{1-4}alkyl)amino, *N,N*-(C_{1-4}dialkyl)amino, -CF_3 and -OCF_3; and, wherein, B_2 is selected from -$(CH_2)_2$-.

23. The compound of claim 1 wherein B_1 is selected from the group consisting of $-CH_2-$, $-(CH_2)_2-$ and $-(CH)_2-$.

24. The compound of claim 1 wherein the compound of Formula (I) is selected from a compound of the formula:



wherein B_1, R_1, R_3, R_5, A and R_6 are dependently selected from the group consisting of:

B_1	R_1	R_3	R_5	A	R_6
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2,4,6-Cl_3)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-[2,6-$(OMe)_2$]Ph;
CH_2	Ph	H	H	CH_2	4-NHC(O)-(2,6-F_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-[2,6-$(OMe)_2$]Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2-Me)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2-Cl)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2,6-F_2)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2-CF_3)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2-OCF_3)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2-Br)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(2,6-F_2)Ph;
CH_2	Ph	H	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;

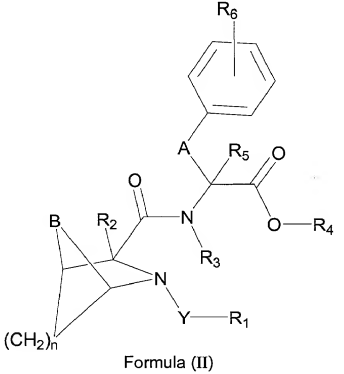
$(CH_2)_2$	4-Tol	H	H	CH_2	4-[2,6-$(OMe)_2$]Ph;
CH_2	Ph	H	H	CH_2	4-NHC(O)-[2,6-$(OMe)_2$]Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-CC-(4-*t*-butyl)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-CC-Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-[4-C(O)-[2,5-$(OMe)_2$]Ph]Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-CH_2-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-NH-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-OCH_2-(2,6-Cl_2)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-OCH_2-Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-NHC(O)-(2,4,6-isopropyl$_3$)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	4-(1*H*-pyrrol-1-yl);
$(CH_2)_2$	4-Tol	H	H	CH_2	4-Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-NH-(2,6-F_2)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	3-NHC(O)-(2,6-F_2)Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	3-NHC(O)-[2,6-$(OMe)_2$]Ph;
$(CH_2)_2$	4-Tol	H	H	CH_2	3-NHC(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	CH_3	CH_2	4-OCH_2-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	CH_3	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;
$(CH)_2$	Ph	H	H	CH_2	4-OCH_2-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-OCH_2-(2,6-Cl_2)Ph;
$(CH)_2$	Ph	H	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-(2,4,6-F_3)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-(2,3,5,6-F_4)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-O-*t*-butoxy;
$(CH_2)_2$	Ph	H	H	$(CH_2)_2$	---;
$(CH_2)_2$	Ph	H	H	CH_2	4-(1,3-dihydro-1,3-dioxo-2*H*-isoindol-2-yl);
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(2-CO_2H)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-(2,5-diMe-1*H*-pyrrol-1-yl);
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-4-pyridinyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-$NHSO_2$-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-OC(O)-N$(CH_3)_2$;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(1-*t*-butoxycarbonyl)4-piperidinyl;
$(CH_2)_2$	4-FPh	H	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	4-FPh	H	H	CH_2	4-NHC(O)-[2,6-$(OMe)_2$]Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-OC(O)-4-morpholinyl;

$(CH_2)_2$	Ph	H	H	CH_2	4-OC(O)N(*iso*-propyl)$_2$;
$(CH_2)_2$	Ph	H	H	CH_2	4-*t*-butyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-4-piperidinyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(3,5-Cl_2)4-pyridinyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-NMe_2;
$(CH_2)_2$	Ph	H	H	CH_2	3-F-4-[OCH_2(2,6-Cl_2)Ph] ;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-OC(O)-NMe_2;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-*t*-butyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(2-OMe)1-naphthalenyl;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-cyclopropyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(2,2,3,3-Me_4)cyclopropyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-*iso*-propyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(2-SO_2Ph)-2-azabicyclo[2.2.2]oct-3-yl;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-NHC(O)-(3,5-Cl_2)4-pyridinyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-NHC(O)-(2-Me)cyclopropyl;
$(CH_2)_2$	Ph	H	H	CH_2	4-(2,6-diMe)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-(2,6-Cl_2)Ph;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-(2,6-Cl_2)Ph;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-(2,6-diMe)Ph;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-[2,6-$(OMe)_2$]Ph;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-(4-fluoro-1,3-dihydro-1,3-dioxo-2*H*-isoindol-2-yl);
$(CH_2)_2$	2-Thi	H	H	CH_2	4-NHC(O)-NMe_2;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-OC(O)-NMe_2;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-OC(O)-(4-morpholinyl);
$(CH_2)_2$	2-Thi	H	H	CH_2	4-OC(O)-(4-Me-1-piperazinyl);
$(CH_2)_2$	Ph	H	H	CH_2	4-OC(O)-(4-Me-1-piperazinyl);
$(CH_2)_2$	Ph	H	H	CH_2	4-N(Me)C(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-N(Me)C(O)-(3,5-Cl_2)4-pyridinyl;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-N(Me)C(O)-(3,5-Cl_2)4-pyridinyl;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-N(Me)C(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-OCH_2-(2,6-Cl_2)Ph;
$(CH_2)_2$	2-Thi	H	H	CH_2	4-(1,3-dihydro-1,3-dioxo-2*H*-isoindol-2-yl);
$(CH_2)_2$	Ph	H	H	CH_2	4-(1,3-dihydro-4,7-dimethyl-1,3-dioxo-2*H*-isoindol-2-yl);

$(CH_2)_2$	2-Thi	H	H	CH_2	4-(1,3-dihydro-4,7-dimethyl-1,3-dioxo-2*H*-isoindol-2-yl);
CH_2	2-Thi	H	H	CH_2	4-NHC(O)-(3,5-Cl_2)4-pyridinyl;
CH_2	2-Thi	H	H	CH_2	4-NHC(O)-(2,6-Cl_2)Ph;
$(CH_2)_2$	Ph	H	H	CH_2	4-(1,1-dioxido-3-oxo-1,2-benzisothiazol-2(3*H*)-yl);
$(CH_2)_2$	Ph	H	H	CH_2	4-(4-chloro-1,3-dihydro-1,3-dioxo-2*H*-isoindol-2-yl);
and,					
$(CH_2)_2$	Ph	H	H	CH_2	4-(7,9-dioxo-8-azaspiro[4.5]dec-8-yl);

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof.

25. A compound having Formula (II):



Formula (II)

wherein

Y is selected from the group consisting of -C(O)- and -SO_2-;

R_1 is selected from the group consisting of R_7 and R_8;

R_2, R_3, R_4 and R_5 are independently selected from the group consisting of a bond, hydrogen and $C_{1\text{-}8}$alkyl; wherein $C_{1\text{-}8}$alkyl is optionally substituted with

one to three substituents independently selected from R_9; provided that R_2, R_3, R_4 and R_5 can only be a bond when forming a monocylic ring wherein the following monocylic rings may be formed from R_2, R_3, R_4 and R_5:

when R_2 and R_3 comprise a bond and C_{1-8}alkyl or optionally when both R_2 and R_3 are C_{1-8}alkyl, R_2 and R_3 together with the atoms to which each are attached form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_4 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_4 are C_{1-8}alkyl, R_3 and R_4 together with the atoms to which each are attached form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_5 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_5 are C_{1-8}alkyl, R_3 and R_5 together with the atoms to which each are attached form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 and R_5 comprisea bond and C_{1-8}alkyl or optionally when both R_4 and R_5 are C_{1-8}alkyl, R_4 and R_5 together with the atoms to which each are attached form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, -$N(R_{11})C(O)$-R_{10}, -$N(R_{11})C(O)$-R_{12}, -$N(R_{11})SO_2$-R_{10}, -$N(R_{11})SO_2$-R_{12}, -$N(R_{11})C(O)$-$N(R_{11},R_{10})$, -$N(R_{11})C(O)$-$N(R_{11},R_{12})$, -$N(R_{11})C(O)$-$N(R_{12},R_{17})$, -$C(O)$-$N(R_{11},R_{10})$, -$C(O)$-$N(R_{11},R_{12})$, -$C(O)$-$N(R_{12},R_{17})$, -$OC(O)$-$N(R_{11},R_{10})$, -$OC(O)$-$N(R_{11},R_{12})$,

-OC(O)-N(R_{12},R_{17}), -OC(O)-R_{10}, -OC(O)-R_{12}, -O-R_{10} and R_{10}-(C_{1-8})alkoxy;

R_7 R_9, R_{10} and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents ; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3;

R_8, R_{12}, R_{13} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and (halo)$_{1-3}$(C_{1-8})alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl;

A is C_{1-4}alkylene optionally substituted with one to two substituents independently selected from R_{13};

when R_3 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 is C_{1-8}alkyl, optionally A and R_4 together with the atoms to which each is attached form a five to seven membered monocyclic ring optionally

containing one additional heteroatom selected from the group consisting of N, O and S;

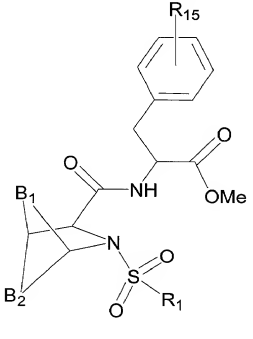
when R_5 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached form a three to seven membered monocyclic ring optionally containing one to two heteroatoms independently selected from the group consisting of N, O and S;

B is selected from the group consisting of C_{1-8}alkylene and C_{2-8}alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-6})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; and,

n is an integer from 1 to 2;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof.

26. A process for preparing a compound of Formula (III):



Formula (III)

wherein

R_1 is selected from the group consisting of R_7 and R_8;

R_7 , R_{10} , and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents ; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, -CF_3 and -OCF_3;

R_8, R_{12} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and (halo)$_{1-3}$(C_{1-8})alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{150} is selected from the group consisting of hydroxy, amino, NO_2 and R_6;

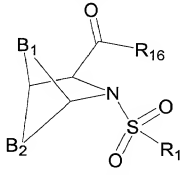
R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, -N(R_{11})C(O)-R_{10}, -N(R_{11})C(O)-R_{12}, -N(R_{11})SO_2-R_{10}, -N(R_{11})SO_2-R_{12}, -N(R_{11})C(O)-N(R_{11},R_{10}), -N(R_{11})C(O)-N(R_{11},R_{12}), -N(R_{11})C(O)-N(R_{12},R_{17}), -C(O)-N(R_{11},R_{10}), -C(O)-N(R_{12},R_{17}), -C(O)-N(R_{11},R_{12}), -OC(O)-N(R_{11},R_{10}), -OC(O)-N(R_{11},R_{12}), -OC(O)-N(R_{12},R_{17}), -OC(O)-R_{10}, -OC(O)-R_{12}, -O-R_{10} and R_{10}-(C_{1-8})alkoxy;

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl; and,

B_1 and B_2 are independently selected from the group consisting of C_{1-8}alkylene and C_{2-8}alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof;

comprising reacting a compound of Formula (IV)

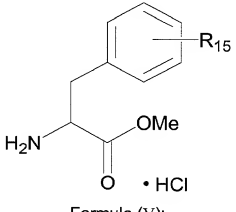


Formula (IV)

wherein

R_{16} is selected from the group consisting of halogen, mixed anhydride and hydroxy;

with a compound of Formula (V)

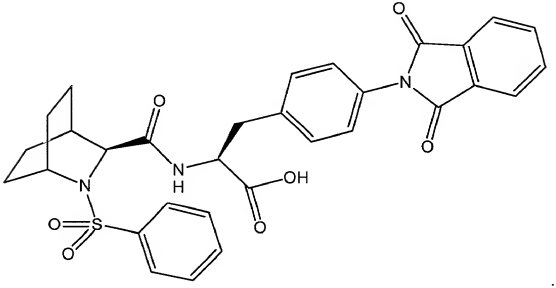


Formula (V);

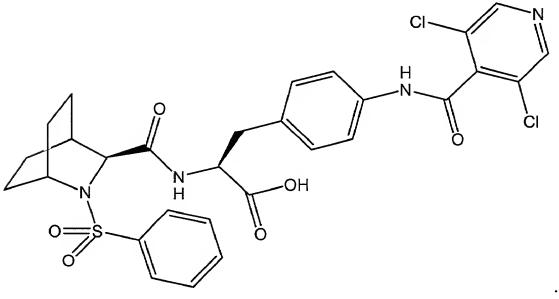
in the presence of appropriate coupling agents, bases and solvents to form the compound of Formula (II).

27. The process of claim 25 wherein R_{15} is selected from the group consisting of hydroxy, iodine, bromine and NO_2.

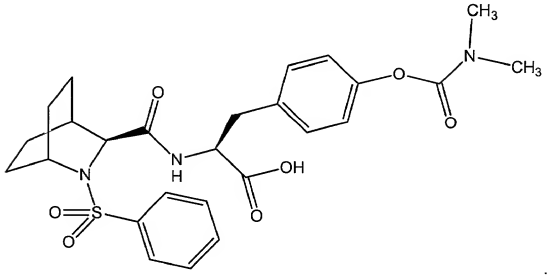
28. The compound of claim 1 wherein the compound of Formula (I) is selected from a compound of the formula:



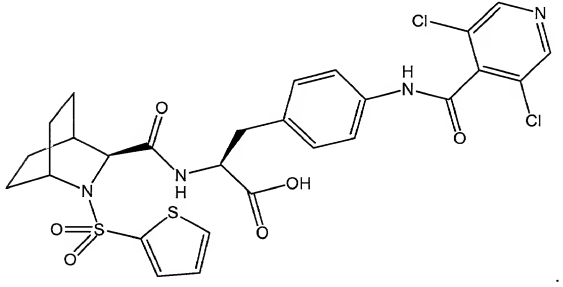
29. The compound of claim 1 wherein the compound of Formula (I) is selected from a compound of the formula:



30. The compound of claim 1 wherein the compound of Formula (I) is selected from a compound of the formula:



31. The compound of claim 1 wherein the compound of Formula (I) is selected from a compound of the formula:



32. The compound of claim 1 wherein the compounds are effective antagonists of an integrin receptor.

33. The compound of claim 32 wherein the compound is a selective antagonist of an $\alpha 4$ integrin receptor.

34. The compound of claim 33 wherein the $\alpha 4$ integrin receptor is selected from the group consisting of the $\alpha 4\beta 1$ and $\alpha 4\beta 7$ integrin receptor.

35. The compound of claim 32 wherein the compound is an antagonist of at least two $\alpha 4$ integrin receptors.

36. The compound of claim 35 wherein the two $\alpha 4$ integrin receptors are selected from the group consisting of the $\alpha 4\beta 1$ and $\alpha 4\beta 7$ integrin receptor.

37. The compound of claim 1 wherein the compounds are effective agents for the treatment of an integrin mediated disorder ameliorated by selective inhibition of the $\alpha 4\beta 1$ integrin receptor.

38. The compound of claim 1 wherein the compounds are effective agents for the treatment of an integrin mediated disorder ameliorated by selective inhibition of the $\alpha 4\beta 7$ integrin receptor.

39. The compound of claim 1 wherein the compounds are effective agents for the treatment of an integrin mediated disorder ameliorated by inhibition of the $\alpha 4\beta 1$ and $\alpha 4\beta 7$ integrin receptor.

40. The compound of claim 1 wherein the compounds are effective agents for the treatment of integrin mediated disorder selected from the group consisting of inflammatory disorders, autoimmune disorders and cell-proliferative disorders.

41. The compound of claim 40 wherein the integrin mediated disorder is selected from the group consisting of inflammation disorders, autoimmunity disorders, asthma, bronchoconstriction, restenosis, atherosclerosis, psoriasis, rheumatoid arthritis, inflammatory bowel

disease, irritable bowel disease, irritable bowel syndrome, transplant rejection and multiple sclerosis.

42. The compound of claim 40 wherein the integrin mediated disorder is selected from the group consisting of asthma, bronchoconstriction, restenosis, atherosclerosis, psoriasis, rheumatoid arthritis, inflammatory bowel disease, irritable bowel disease, irritable bowel syndrome, transplant rejection and multiple sclerosis.

43. The compound of claim 40 wherein the integrin mediated disorder is selected from the group consisting of asthma, bronchoconstriction, restenosis, atherosclerosis, irritable bowel syndrome and multiple sclerosis.

44. A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

45. A pharmaceutical composition made by mixing a compound of claim 1 and a pharmaceutically acceptable carrier.

46. A method for the treatment of an integrin mediated disorder ameliorated by inhibition of an $\alpha 4$ integrin receptor comprising administering to a subject in need thereof a therapeutically effective amount of a compound of claim 1.

47. The method of claim 46 wherein the compound inhibiting the $\alpha 4$ integrin receptor is selected from the group consisting of a selective antagonist of an $\alpha 4$ integrin receptor and an antagonist of at least two $\alpha 4$ integrin receptors.

48. The method of claim 47 wherein the $\alpha 4$ integrin receptor is selected from the group consisting of the $\alpha 4\beta 1$ and $\alpha 4\beta 7$ integrin receptor.

49. The method of claim 46 wherein the compound inhibiting the $\alpha 4$ integrin receptor is selected from the group consisting of a selective antagonist of the $\alpha 4\beta 1$ integrin receptor, a selective antagonist of the $\alpha 4\beta 7$ integrin receptor and an antagonist of the $\alpha 4\beta 1$ and $\alpha 4\beta 7$ integrin receptors.

50. The method of claim 46 wherein the integrin mediated disorder is selected from the group consisting of inflammatory disorders, autoimmune disorders and cell-proliferative disorders.

51. The method of claim 46 wherein the integrin mediated disorder is selected from the group consisting of inflammation disorders, autoimmunity disorders, asthma, bronchoconstriction, restenosis, atherosclerosis, psoriasis, rheumatoid arthritis, inflammatory bowel disease, irritable bowel disease, irritable bowel syndrome, transplant rejection and multiple sclerosis.

52. The compound of claim 46 wherein the integrin mediated disorder is selected from the group consisting of asthma, bronchoconstriction, restenosis, atherosclerosis, psoriasis, rheumatoid arthritis, inflammatory bowel disease, irritable bowel disease, irritable bowel syndrome, transplant rejection and multiple sclerosis.

53. The compound of claim 46 wherein the integrin mediated disorder is selected from the group consisting of asthma, bronchoconstriction, restenosis, atherosclerosis, irritable bowel syndrome and multiple sclerosis.

54. The method of claim 46 wherein the therapeutically effective amount of the compound of claim 1 is from about 0.01 mg/kg/day to about 300 mg/kg/day.

55. The method of claim 46 further comprising administering to a subject in need thereof a therapeutically effective amount of the pharmaceutical

composition of claim 44.

56. The method of claim 55 wherein the therapeutically effective amount of the pharmaceutical composition of claim 44 is from about 0.01 mg/kg/day to about 300 mg/kg/day.

57. The compound of claim 1 wherein R_7 is selected from the group consisting tolyl, phenyl and thienyl.